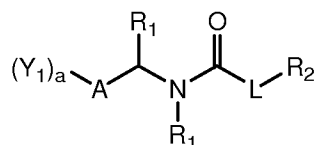


## AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. **(Previously Presented)** A compound of formula **I**:



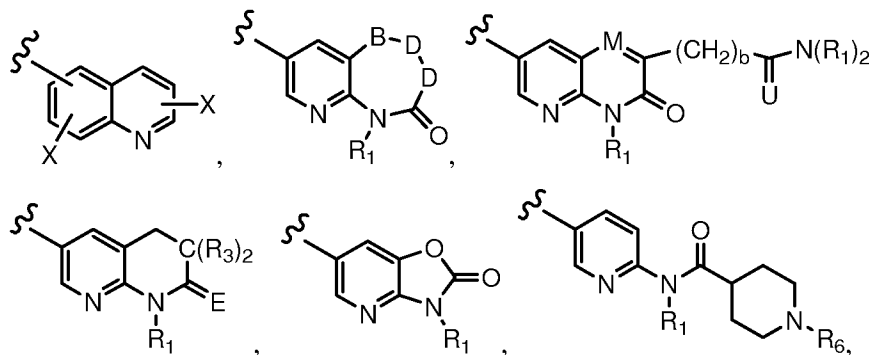
wherein, independently for each occurrence,

L is a bond or L is alkyl, alkenyl, or cycloalkyl which may be substituted with one or more R<sub>1</sub>;

A is a monocyclic ring of 4-7 atoms containing 0-2 heteroatoms, a bicyclic ring of 8-12 atoms containing 0-4 heteroatoms or a tricyclic ring of 12-16 atoms containing 0-6 heteroatoms wherein the rings are independently aliphatic, aromatic, heteroaryl, or heterocyclic; wherein the heteroatoms selected from N, S, and O, and wherein the rings are optionally substituted with one or more groups selected from C<sub>1-4</sub> alkyl, CH<sub>2</sub>OH, OR'', SR'', CN, N(R'')<sub>2</sub>, CH<sub>2</sub>N(R'')<sub>2</sub>, NO<sub>2</sub>, CF<sub>3</sub>, CO<sub>2</sub>R'', CON(R'')<sub>2</sub>, COR'', NR''C(O)R'', F, Cl, Br, I and -S(O)<sub>f</sub>CF<sub>3</sub>, wherein R'' is H, alkyl or alkaryl;

R<sub>1</sub> is, independently for each occurrence, H, alkyl, cycloalkyl, aryl, or alkaryl;

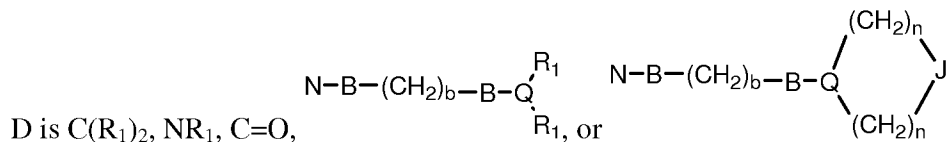
R<sub>2</sub> is



wherein, independently for each occurrence,

B is a bond,  $C(R_1)_2$  or  $C=O$ ;

E is O or S;



providing that the two Ds are different;

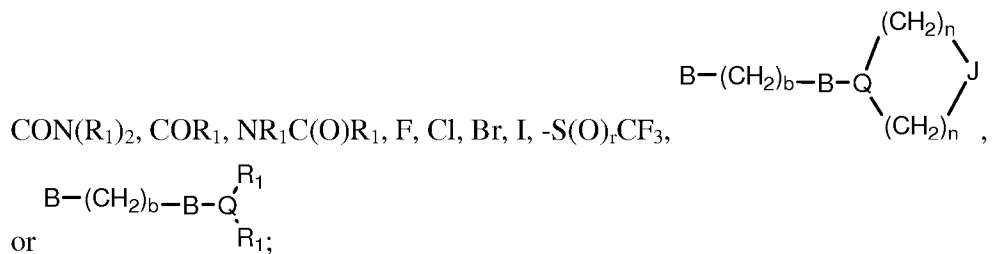
J is  $NR_1$ ,  $CH_2$ ,  $CH_2CH_2$ , or O;

M is  $CR_1$  or N;

Q is N or CH;

U is O,  $H_2$ , or  $CH_2$ ;

X is H,  $C_{1-4}$  alkyl,  $CH_2OH$ ,  $OR_1$ ,  $SR_1$ , CN,  $N(R_1)_2$ ,  $CH_2N(R_1)_2$ ,  $NO_2$ ,  $CF_3$ ,  $CO_2R_1$ ,



r is 0, 1, or 2;

$R_6$  is  $C(O)OR_1$ ;

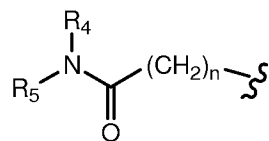
$R_1$  is as previously defined;

b is an integer from 0-4;

$R_3$  is alkyl or cycloalkyl;

a is an integer from 0-4; and

$Y_1$  is



wherein,

$R_4$  is a water solubilizing group;

$R_5$  is H, alkyl, or cycloalkyl; and

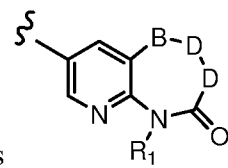
$n$  is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

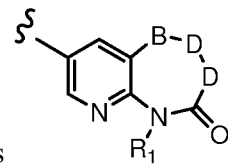
2. **(Original)** The compound of claim 1, wherein L is a  $C_2$  alkenyl.

3-4. **(Canceled)**

5. **(Original)** The compound of claim 1, wherein L is a  $C_2$  alkenyl and  $R_2$  is wherein  $R_1$  is H.



6. **(Original)** The compound of claim 1, wherein L is a  $C_2$  alkenyl and  $R_2$  is wherein  $R_1$  is H and the D adjacent to B is  $NR_1$ .



7-12. **(Canceled)**

13. **(Original)** The compound of claim 1, wherein A is a 9 membered bicyclic heteroaryl.

14. **(Original)** The compound of claim 1, wherein A comprises at least 1 heteroatom.

15-16. **(Canceled)**

17. **(Original)** The compound of claim 1, wherein A comprises at least 1 oxygen atom.

18-20. **(Canceled)**

21. **(Original)** The compound of claim 1, wherein the compound inhibits FabI with a  $K_i$  of about 5  $\mu M$  or less, about 1  $\mu M$  or less, about 100 nM or less, about 10 nM or less, or about 1 nM or less.

22. **(Original)** The compound of claim 1, wherein the compound inhibits FabI with an  $IC_{50}$  of about 30  $\mu M$  or less, about 1  $\mu M$  or less, about 100 nM or less, or about 10 nM or less.

23. **(Original)** The compound of claim 1, wherein the compound inhibits FabI with an MIC of about 32 µg/mL or less, about 16 µg/mL or less, or about 8 µg/mL or less, about 4 µg/mL or less, about 2 µg/mL or less, about 1 µg/mL or less, about 0.5 µg/mL or less, about 0.25 µg/mL or less, or about 0.125 µg/mL or less.
24. **(Original)** A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.
25. **(Previously Presented)** The composition of claim 24, wherein the composition is formulated for intravenous or injectable, administration.
26. **(Canceled)**
27. **(Original)** The composition of claim 24, wherein the composition is formulated for topical application.
- 28.-29. **(Canceled)**
30. **(Original)** The composition of claim 24, wherein the composition is formulated for oral administration.
31. **(Original)** The composition of claim 30, wherein the composition is formulated in tablets such that the amount of compound provided in 20 tablets, if taken together, provides a dose of at least the ED<sub>50</sub> but no more than ten times the ED<sub>50</sub>.
32. **(Original)** The composition of claim 24, wherein the composition is formulated for parenteral administration such that the amount of compound provided in 20 cc bolus injection provides a dose of at least the ED<sub>50</sub> but no more that ten times the ED<sub>50</sub>.
33. **(Canceled)**
34. **(Original)** A pill for reducing bacterial levels in a subject with a bacteria related illness, comprising a compound of claim 1.
35. **(Original)** The pill of claim 34, wherein the pill provides effective bacterial treatment for at least about 8 hours.
- 36.-48. **(Canceled)**
49. **(Original)** A kit comprising the pharmaceutical composition of claim 24 and instructions for use thereof.

50. **(Previously Presented)** The compound of claim 6, wherein B is CH<sub>2</sub>.
51. **(Previously Presented)** The compound of claim 50, wherein A comprises a nine-membered bicyclic heteroaryl comprising at least one O.
52. **(Canceled)**
53. **(New)** The compound (E)-3-(3,3-Dimethyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)-N-methyl-N-(3-methyl-benzofuran-2-ylmethyl)acrylamide, or pharmaceutically acceptable salts thereof.